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Attorneys for Defendants Mortgage Electronic
Registration System, Inc. and MERSCORP Holdings, Inc.

UNITED STATES DISTRICT COURT

DISTRICT OF OREGON

AT PORTLAND

COUNTY OF MULTNOMAH,

Plaintiff,

v.

**MORTGAGE ELECTRONIC
REGISTRATION SYSTEM, INC.,** a
Delaware corporation; et al.,

Defendants.

**MORTGAGE ELECTRONIC
REGISTRATION SYSTEMS, INC.,**

Defendant/Counterclaim-Plaintiff,

v.

COUNTY OF MULTNOMAH,

Plaintiff/Counterclaim-Defendant,

and

Case No. 3:15-cv-01246-PK

**DEFENDANT MERSCORP
HOLDINGS, INC.'S STATEMENT OF
UNDISPUTED FACTS IN SUPPORT
OF MOTION FOR SUMMARY
JUDGMENT**

**FEDERAL HOME LOAN MORTGAGE
CORPORATION,**

and

**FEDERAL NATIONAL MORTGAGE
ASSOCIATION,**

Counterclaim-Defendants.

PRELIMINARY NOTE

This Statement of Undisputed Facts In Support of Motion for Summary Judgment was originally filed in Multnomah County Circuit Court, Case No. 1212-16328, on June 11, 2015 (“state court action”). The state court action was removed to this Court on July 6, 2015. On July 17, 2015, this Court asked that all motions for summary judgment filed in the state court action be refiled in this Court. Except for the Federal Court caption, this Statement of Undisputed Facts is identical to the one filed in the state court action.

STATEMENT OF UNDISPUTED FACTS

Pursuant to ORCP 47 C, Defendant MERSCORP Holdings, Inc. (“MERSCORP”) submits the following statement of undisputed material facts in support of its motion for summary judgment.

1. The County claims that it was harmed because it accepted trust deeds for recording where the borrower and lender agreed to designate MERS as the beneficiary as an agent for the lender and its successors and assigns. (TAC ¶¶ 67(a), 108, 117, 156, 164-172, 203-205, 214-216, 218, 225(a).)

2. The County also claims that it was harmed because documents memorializing promissory note transfers were not created and recorded with the County each time a note secured by a MERS trust deed was transferred. (TAC ¶¶ 115, 148-149, 178-183, 223.)

3. MERSCORP is the parent corporation of MERS. (TAC ¶ 69; (Decl. of Robert Jefferson (“Jefferson Decl.”) attached as Ex. A, ¶ 4).)

4. MERSCORP is a separate corporation from its subsidiary MERS, each of them

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being separately incorporated under Delaware law, maintaining separate corporate formalities, and each having a board of directors that meet separately. (Jefferson Decl., Ex. A, ¶¶ 10-13.)

5. MERSCORP is not designated as the beneficiary on deeds of trust. (*Id.* ¶ 5.)
6. MERSCORP does not assign deeds of trust. (*Id.* ¶ 7.)
7. MERSCORP does not record deeds of trust. (*Id.* ¶ 8.)
8. MERSCORP is not a party to deeds of trust. (*Id.* ¶ 5.)
9. MERSCORP does not lend money. (*Id.* ¶ 9.)
10. MERSCORP does not possess promissory notes. (*Id.*)
11. MERSCORP does not transfer promissory notes. (*Id.*)
12. The County has not produced any evidence showing that MERSCORP has engaged in any alleged wrongdoing regarding any trust deeds, trust deed assignments, promissory notes, or promissory note transfers.

DATED this 20th day of July, 2015.

DAVIS WRIGHT TREMAINE LLP

By /s/ JOHN F. McGRORY

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IN THE CIRCUIT COURT FOR THE STATE OF OREGON
FOR THE COUNTY OF MULTNOMAH

COUNTY OF MULTNOMAH,

Plaintiff,

v.

MORTGAGE ELECTRONIC
REGISTRATION SYSTEM, INC., a Delaware
corporation; et al.,

Defendants.

Case No. 1212-16328

**DECLARATION OF
ROBERT JEFFERSON**

I, Robert Jefferson, declare as follows:

1. I am an employee of MERSCORP Holdings, Inc. ("MERSCORP") and act as in-house corporate counsel to MERSCORP and Mortgage Electronic Registration Systems, Inc. ("MERS"). I have been employed by MERSCORP continuously since January 2014. I am familiar with how MERSCORP, and its subsidiary, MERS, operate and I have personal knowledge of the facts stated in this Declaration.

2. Generally, when a lender agrees to give a loan to a borrower to finance real estate, the borrower executes two related, but separate, documents: (1) a promissory note evidencing the debt owed on the loan; and (2) a security instrument granting a lien on the property as security for the debt.

3. When the lender that is originating the loan is a MERS® System member, the borrower will typically execute the promissory note and the lender will take possession of the note. When a deed of trust or other security instrument is used to secure the debt, the lender and

1 borrower contractually agree to designate MERS as the beneficiary of the security instrument as
2 a nominee (or agent) for the lender and its successors and assigns.¹

3 4. MERS is a wholly-owned subsidiary of MERSCORP.

4 5. MERSCORP is not, and has never been, designated as the beneficiary of a
5 security instrument. MERSCORP is not, and has never been, designated as a mortgagee of a
6 security instrument.

7 6. MERSCORP does not, and never has, enforced the terms of any security
8 instrument.

9 7. MERSCORP does not, and never has, assigned any security instruments,
10 including deeds of trust.

11 8. MERSCORP does not, and never has, recorded deeds of trust in the public land
12 records.

13 9. MERSCORP does not, and never has, lent monies or originated loans, held
14 promissory notes, or otherwise possessed, transferred, or received promissory notes.

15 10. MERSCORP is a separate corporation from its subsidiary MERS, and
16 MERSCORP and MERS each have a board of directors that meets separately.

17 11. MERSCORP is incorporated under the laws of the State of Delaware, its articles
18 of incorporation are filed with the Delaware Secretary of State, and it has bylaws approved in
19 accordance with its articles of incorporation and Delaware law.

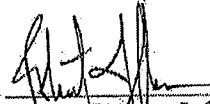
20 12. MERSCORP maintains corporate formalities separate and apart from MERS.

21 13. MERS is incorporated under the laws of the State of Delaware, its articles of
22 incorporation are filed with the Delaware Secretary of State, and it has bylaws approved in
23 accordance with its articles of incorporation and Delaware law.

24
25 ¹ Beginning in April 2014, a new security instrument and "MERS Rider" was introduced for use in
26 Oregon, which defines the Lender as the "beneficiary" and MERS as the "nominee" for the Lender.
Thus, with regard to these deeds of trust, MERS is no longer designated as the "beneficiary."

1 I declare under penalty of perjury that the foregoing is true and correct to the best of my
2 knowledge and belief.

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4 Dated: June 8, 2015


Robert Jefferson

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